

WC 06-20

SWIDLER BERLIN LLP

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The Washington Harbour  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007-5116  
Phone 202.424.7500  
Fax 202.424.7647

www.swidlaw.com

**VIA COURIER**

January 12, 2006

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

**Re: In the Matter of Hypercube, LLC, Transferee, and KMC Data LLC Application  
For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934  
and Sections 63.04, 16.18 and 63.24 of the Commission's Rules to Complete a  
Transfer of Control of Authorized International and Domestic Interstate Carrier**

Dear Ms. Dortch:

On behalf of Hypercube, LLC ("Hypercube") and KMC Data LLC ("KMC Data") (together, "Applicants"), enclosed for filing is an application for Commission approval for a transfer control of KMC Data. Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 transfer application and international section 214 transfer application ("Combined Application"). Applicants are simultaneously filing the Combined Application electronically via the International Bureau's Electronic Filing System ("MyIBFS").

Applicants also submit a completed Fee Remittance Form 159 and check in the amount of \$895.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission's rules. A copy of the Fee Remittance Form 159 is being submitted to the Mellon Bank in Pittsburgh, Pennsylvania along with the Application.

Please do not hesitate to contact us if you have any questions regarding this filing.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferenchak

Counsel to Applicants

Enclosure

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

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In the Matter of the Application of )  
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 )

**HYPERCUBE, LLC** )  
 )

and )

**KMC DATA LLC** )  
 )  
 )

For Grant of Authority Pursuant to Section 214 of )  
the Communications Act of 1934 and Sections )  
63.04, 16.18 and 63.24 of the Commission's Rules )  
to Complete a Transfer of Control of Authorized )  
International and Domestic Interstate Carrier )  
\_\_\_\_\_ )

File No. ITC-T/C-2006-\_\_\_\_\_

WC Docket No. 06-\_\_\_\_\_

**JOINT APPLICATION**

**I. INTRODUCTION**

**A. Summary of Transactions**

Hypercube, LLC ("Hypercube") and KMC Data LLC ("KMC Data") (together "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04, 63.18 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.18 & 63.24 hereby request that the Commission grant such authority as may be necessary or required to enable Applicants to consummate a series of transactions whereby direct ownership and control of KMC Data will be transferred to Hypercube. In particular, Applicants have agreed to complete a series of transactions whereby Hypercube will acquire (among other things) all of the outstanding membership interests of KMC Data, a certificated carrier authorized to provide international and interstate service. Upon completion of these proposed transactions, KMC Data will be a direct, wholly owned subsidiary of Hypercube.

Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transactions as soon as possible.

**B. Application Eligible for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their affiliates is dominant with respect to any service. With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because Applicants are not affiliated with any entity that is authorized or registered to provide regulated telecommunications services in a foreign destination market. Furthermore, none of the scenarios set outlined in Section 63.12(c)(2)-(4) of the Commission's Rules, 47 C.F.R. § 63.12(c)(2)-(4), apply.

In support of this Application, Applicants provide the following information:

## II. THE APPLICANTS

### A. *KMC Data LLC ("KMC Data")*

KMC Data is a limited liability company formed under the laws of the State of Delaware. KMC Data is currently part of the KMC family of companies which have a principal place of business located at 1545 Route 206, Bedminster, NJ 07921. KMC Data is an indirect, wholly owned subsidiary of KMC Telecom Holdings, Inc. ("KMC Holdings"), which is owned by a diverse group of investors. KMC Holdings controls a family of companies that provide various regulated communications and other services (collectively, the "KMC Companies"). Members of the KMC family of companies, including KMC Telecom III LLC, KMC Telecom V, Inc. and KMC Data, hold (or have held in the past) authority to provide regulated services in states nationwide, including Section 214 authority.<sup>1</sup>

KMC Data's operations are focused on the provision of tandem services to wireless carriers, interexchange carriers, competitive local exchange carriers and incumbent local exchange carriers. In today's competitive telecommunications marketplace network integration and interconnection is critical to the seamless flow of telecommunication services. KMC Data's primary focus is on the provision of additional competitive offerings designed to broaden and enhance the ability of providers to interconnect their respective networks and allow carriers to more effectively and efficiently exchange traffic with one another. Historically, the incumbent carriers, through their market presence and ubiquitous in-region networks have been the default provider of choice for interconnection. However, ILEC tandem exhaust and associated complications have caused telecommunication providers to seek other providers for tandem services. Accordingly, KMC Data's service offerings include the

provision of a competitive alternative to ILEC tandem services. KMC Data's tandem services can be used as a primary route for telecommunications traffic or provide a redundant route. In addition to these services, KMC Data expects and intends to expand its services more broadly as market conditions and opportunities allow.

KMC Data is authorized to provide interstate and international service by virtue of Section 214 authority. Further information concerning KMC Data's legal qualifications to provide service was submitted with its application for certification with the Commission and is, therefore, a matter of public record. Applicants respectfully request that the Commission take official notice of that information and incorporate it herein by reference. Although KMC Data will be overseen by a new Board of Managers, as described below, the KMC Data senior management team will remain largely intact and, as a result, the management and technical capabilities of KMC Data will be substantially unaffected by the proposed transactions. KMC Data will remain well qualified to provide international and interstate regulated service following the proposed transaction.

**B. Hypercube, LLC ("Hypercube")**

Hypercube is a limited liability company formed under the laws of the State of Delaware. Hypercube's principal place of business is located at 1545 Route 206, Bedminster, NJ 07921. Hypercube is a newly formed entity which is overseen by members of the senior executive team of the KMC Companies. Hypercube was formed for the purpose of acquiring KMC Data in order to allow the continued provision of service to customers of the KMC tandem services business.

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<sup>1</sup> Until recently, for example, KMC Telecom III LLC ("KMC III") was a provider of competitive local exchange services in a number of markets across the United States. KMC III recently completed a transaction whereby those competitive local exchange operations were sold to CenturyTel and Telcove. The proposed transactions described herein are separate from and entirely unrelated to those transactions.

Hypercube's ownership includes former owners of KMC Telecom Holdings, Inc.<sup>2</sup> Specifically, most of the outstanding shares of Hypercube are owned by Nassau Capital LLC, Annex Holdings I LP, and Kamine Credit Corporation, entities which each separately held shares equating, in the aggregate, to a minority ownership of KMC Holdings, and thus KMC Data. Hypercube therefore shares continuity of ownership with KMC Data.

Hypercube is well qualified to acquire ownership and control of KMC Data. With respect to managerial and technical capabilities, Hypercube's operations are overseen by virtually the same high quality management team that currently oversees KMC Data's operations. That management team includes core management team members of KMC Data:

Ronald R. Beaumont	Chief Executive Officer
Robert M. Hellauer	Chief Financial Officer
Doug Davis	Chief Technology Officer
James Mertz	Vice President – Government Affairs

Given that these management team members have close personal familiarity with the operations of KMC Data, the Hypercube management team is uniquely qualified to oversee the continuing operations of KMC Data. Indeed, given that this knowledge will be directly transferable to Hypercube's operations as it runs the KMC Data business following completion of the transaction, the transaction will be virtually seamless from an operational, technical and managerial perspective. As a result, in a sense, this transaction could be considered *pro forma* in nature because there will be continuity in the organization when viewed from a management perspective.

In addition to their work with KMC Data, these personnel also have collectively many years of managerial and technical experience from such companies as AT&T/Lucent,

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<sup>2</sup> Hypercube also expects to provide opportunities for certain members of its management team to participate in the ownership of Hypercube. While management's aggregate ownership is not expected to exceed twenty percent in aggregate, it is possible that Mr. Ronald R. Beaumont's ownership interest could exceed ten percent.

WorldCom, MFS, and Allegiance. The Hypercube management team, therefore, not only has extensive experience in the telecommunications industry in general but also extensive specific experience in the operations of KMC Data and the KMC Companies.

Following the proposed transactions, KMC Data will continue to be well financially qualified to provide international and interstate service. In particular, following the proposed transaction, KMC Data will continue to hold the strong financial position it currently enjoys, including access to substantial cash reserves and accounts receivable. Based on the Company's current business model, that financing, along with the on-going revenues generated by KMC Data's operations are expected to be entirely sufficient to sustain KMC Data's operations without the need for further funding for the foreseeable future.

### **III. DESCRIPTION OF THE TRANSACTIONS (Answer to Question 13)**

Applicants have agreed to complete a series of transactions whereby KMC Data will become a wholly owned direct subsidiary of Hypercube, a recently formed limited liability company that includes the senior management team of KMC Data. In connection with the proposed transactions, Applicants propose that Hypercube will directly acquire all of the outstanding membership interests of KMC Data. The change in ownership will be structured as a direct acquisition by Hypercube of the KMC Data membership interests. An illustrative chart describing the proposed transactions is provided in Exhibit A.

In order to consummate the proposed transactions, Applicants have entered into an Asset Purchase Agreement ("Agreement") dated as of November 15, 2005. Under the terms of the Agreement, Hypercube will acquire the membership interests of KMC Data in return for a \$1.6 million subordinated promissory note, along with certain other consideration including the assumption by Hypercube of certain liabilities of the KMC Companies (including of KMC Data).

The proposed transactions are part of an overall plan by Applicants to acquire the tandem services business. Recently, due to certain adverse events and financial circumstances, the KMC Companies have decided to discontinue service to some customers in some areas. Expeditious processing of this Application is therefore critical to ensure that customers of KMC's existing tandem services business (to which KMC Data will provide service on a continuing basis following the transactions) can continue to receive service in an uninterrupted manner. Applicants therefore respectfully request that the Commission issue approval of the proposed transactions as rapidly as possible to ensure that any service interruption can be avoided.

Following the proposed transactions, Applicants will continue to be well financially qualified to provide service. In particular, in connection with the proposed transaction, KMC Data has received significant cash reserves which are now on the companies balance sheet. KMC Data will continue to hold the strong financial position it currently enjoys following the proposed transactions. Those financial resources, along with the on-going revenues generated by KMC Data's operations are expected to be entirely sufficient to sustain KMC Data's operations without the need for further funding for the foreseeable future. Given that Applicants expect near immediate operational profitability, Applicants respectfully submit that such financing is more than sufficient to ensure the financial viability of Hypercube and KMC Data.

Although the proposed transactions will result in a change in the ownership of KMC Data, the transactions will not affect the assets KMC Data currently holds or adversely affect any of the customers who receive service in connection with KMC Data's on-going operations. Immediately following the consummation of the transactions, those customers will continue to receive service under the same rates, terms and conditions of service and continue to receive



service under the KMC brand name. As a new subsidiary of Hypercube, KMC Data will continue to operate and provide services to its customers and will retain the assets used in the provisions of those services. Applicants anticipate that KMC Data will continue to operate from its current headquarters, and that the senior management team and key technical employees of KMC Data will remain largely intact and will continue to oversee KMC Data's operations. As a result, the transactions will be virtually transparent to KMC Data's customers in terms of the services they receive.

#### **IV. PUBLIC INTEREST STATEMENT**

Applicants respectfully submit that the proposed transactions serve the public interest. In particular, Applicants submit that: (1) the transactions will increase competition in the international and interstate telecommunications market by ensuring the ability of KMC Data to remain a viable and effective competitor; (2) the transactions will ensure that customers of the tandem services business can continue to receive service on an uninterrupted basis; and, (3) that the transactions will be seamless in nature and therefore virtually transparent to those customers.

The proposed transactions described above will serve the public interest by ensuring the continued viability of KMC Data. In particular, as described above, the proposed transactions will establish KMC Data as financially stable stand-alone provider with a viable established business model. KMC Data will therefore be well positioned to operate and provide service to its tandem services customers and potentially expand its operations consistent with market opportunities. Given that KMC Data will continue to be overseen by the same highly qualified management team that currently oversees its operations, the proposed transactions will result in a KMC Data that is highly financially, technically and managerially qualified to provide service.

At the same time, the proposed changes in ownership of KMC Data will not inconvenience, confuse or otherwise harm customers. The KMC Data management team will

remain in place and KMC Data is not changing its name. Furthermore, immediately following the proposed transactions, KMC Data customers will continue to receive service under the same rates, terms and conditions of service as those which customers currently receive. The proposed transactions therefore will be virtually transparent to customers in terms of the services they receive. In sum, the proposed transactions are expected to enhance the ability of KMC Data, to provide high-quality telecommunications services which should invigorate competition and thereby benefit consumers of telecommunications services.

**V. INFORMATION REQUIRED BY SECTIONS 63.18 AND 63.24**

Pursuant to Section 63.18 and 63.24 of the Commission's Rules, the Applicants submit the following information in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

Hypercube, LLC (FRN # 0014484760):

Hypercube, LLC  
1545 Route 206  
Bedminster, New Jersey 07921  
Telephone: (908) 470-2100

KMC Data, LLC (FRN # 0014485163):

KMC Data, LLC  
1545 Route 206  
Bedminster, New Jersey 07921  
Telephone: (908) 470-2136

**(b) Jurisdiction of Organizations:**

Buyer:

Hypercube is a limited liability corporation formed under the laws of the State of Delaware.

KMC Data:

KMC Data is a limited liability corporation formed under the laws of the State of Delaware.

**(c) Correspondence concerning this Application should be sent to:**

Jean L. Kiddoo  
Brett P. Ferenchak  
Swidler Berlin LLP  
3000 K Street, NW, Suite 300  
Washington, DC 20007-5116  
(202) 424-7500 (Tel)  
(202) 424-7645 (Fax)  
jlkiddoo@swidlaw.com  
bpferenchak@swidlaw.com

- (d)** KMC Data holds international resold and facilities-based Section 214 authority pursuant to authority granted by the Commission in File No. ITC-214-20050203-00058. KMC Data also holds blanket domestic interstate Section 214 authority.
- (e)** Applicants seek authority to transfer control of KMC Data to Hypercube in connection with the transactions described above. KMC Data will continue to provide interstate and international telecommunications services to its existing customers and therefore does not seek approval to discontinue interstate or international service or to abandon its Section 214 authorization.
- (f)** Not applicable.
- (g)** Not applicable.
- (h)** (Answer to Question 11) Ownership information for KMC Data is provided below.

**Current Ownership Information**

The following entity now owns 10% or more of **KMC Data**:

Name:	KMC Data Sub Holdings IV LLC
Address:	1545 Route 206 Bedminster, New Jersey 07921
Citizenship:	United States
Equity/Voting Interest:	100%
Principal Business:	Holding Company

The following entity now owns 10% or more of  
**KMC Data Sub Holdings IV LLC:**

Name:	<i>KMC Data Holdco Sub LLC</i>
Address:	1545 Route 206 Bedminster, New Jersey 07921
Citizenship:	United States
Equity/Voting Interest:	100%
Principal Business:	Holding Company

The following entity owns 10% or more of **KMC Data Holdco Sub LLC:**

Name:	KMC Data Holdco LLC
Address:	1545 Route 206 Bedminster, New Jersey 07921
Citizenship:	United States
Equity/Voting Interest:	100%
Principal Business:	Holding Company

The following entity owns 10% or more of **KMC Data Holdco LLC:**

Name:	KMC Telecom Holdings Inc.
Address:	1545 Route 206 Bedminster, New Jersey 07921
Citizenship:	United States
Equity/Voting Interest:	100%
Principal Business:	Holding Company

The following entities own 10% or more of **KMC Telecom Holdings Inc.:**

Name:	Harold Kamine
Address:	c/o KMC Data 1545 Route 206 Bedminster, New Jersey 07921
Citizenship:	United States
Equity/Voting Interest:	15%
Principal Business:	Individual

Name: General Electric Capital Corporation<sup>3</sup>  
Address: 260 Long Ridge Road  
Stamford, CT 06929  
Citizenship: United States  
Percentage Ownership: 15%  
Principal Business: Investments

Name: Nassau Capital Partners, LP  
Address: 22 Chamber Street  
Princeton, NJ 08542  
Citizenship: United States  
Percent Ownership: 15%  
Principal Business: Investments

No limited partner of Nassau holds a ten percent or greater ownership interest in KMC. The general partner of **Nassau Capital Partners, LP** is:

Name: Nassau Capital LLC  
Address: c/o Palmeri Fund Administrators  
16-00 Route 208 South  
Fair Lawn, NJ 07410  
Citizenship: United States  
Percent Ownership: General Partner of Nassau Capital Partners, LP  
Principal Business: Investments

To the best of the Applicants' knowledge, no other single person or entity currently holds a 10% or greater direct or indirect voting or equity interest in KMC Data.

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<sup>3</sup> General Electric Capital Corporation, a corporation ultimately owned by General Electric Company, is a diversified company with five key operating segments: consumer financial services, equipment management services, commercial and vendor financial services, specialized financing services and specialty insurance. The voting ownership of GECC in KMC Holdings includes, in addition to GECC, the following affiliates under common control: GE Capital CFE, Inc., Copper Beech Holdings, LLC, LT Holdco 11 LLC and Repulse Bay Capital, LLC.

### Post-Closing Ownership Information

Following the proposed transactions, the following entity will hold a 10% or greater ownership interest in **KMC Data**:

Name:	Hypercube, LLC
Address:	1545 Route 206 Bedminster, New Jersey 07921
Citizenship:	United States
Equity/Voting Interest:	100%
Principal Business:	Holding Company

The following entities hold a 10% or greater ownership interest in **Hypercube, LLC**:

Name:	Nassau Capital LLC
Address:	c/o Palmeri Fund Administrators 16-00 Route 208 South Fair Lawn, NJ 07410
Citizenship:	United States
Percent Ownership:	33%
Principal Business:	Investments

Name:	Annex Holdings I LP
Address:	599 Lexington Ave. New York, NY 10022
Citizenship:	United States
Percent Ownership:	33%
Principal Business:	Holding Company

Name:	Kamine Credit Corporation
Address:	1545 Route 206 Bedminster, New Jersey 07921
Citizenship:	United States
Equity/Voting Interest:	33%
Principal Business:	Holding Company

The following entities hold a 30% or greater interest in **Annex Holdings I LP**:

Name:	<i>Coller International Partners IV-D</i>
Address:	Clifton House 75 Fort Street P.O. Box 1350 GT George Town Grand Cayman Cayman Islands
Citizenship:	Cayman Islands
Percent Ownership:	89% (Limited Partner)
Principal Business:	Investing

Name:	Coller International General Partner IV, L.P
Address:	Clifton House 75 Fort Street P.O. Box 1350 GT George Town Grand Cayman Cayman Islands
Citizenship:	Cayman Islands
Percent Ownership:	General Partner
Principal Business:	Investing

The following entity hold a 30% or greater interest in **Kamine Credit Corporation**:

Name:	Harold N. Kamine
Address:	c/o Kamine Credit Corporation 1545 Route 206 Bedminster, New Jersey 07921
Citizenship:	United States
Equity/Voting Interest:	100%
Principal Business:	Individual

To the best of the Applicants' knowledge after reasonable commercial efforts, Applicants' have not identified any other entity that will hold a 10% or greater direct or indirect voting or equity interest in KMC Data at the time of the closing of the transactions.

(Answer to Question 12) Neither KMC Data nor Hypercube has any interlocking directorates with a foreign carrier.

- (i) (Answer to Question 14) KMC Data is not affiliated with any foreign carriers and will not become affiliated with any foreign carriers through the proposed transactions.

- (j) (Answer to Question 15) Applicants certify that following the proposed transactions, KMC Data will not be affiliated with any foreign carriers. Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
- (1) An Applicant is a foreign carrier in that country; or
  - (2) An Applicant controls a foreign carrier in that country; or
  - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
  - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because Applicants are not affiliated with any entity that is authorized or registered to provide regulated telecommunications services in a foreign destination market. Furthermore, none of the scenarios set outlined in Section 63.12(c)(2)-(4) of the Commission's Rules, 47 C.F.R. § 63.12(c)(2)-(4), apply.

#### VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):



- (a)(6) A description of the proposed transactions is set forth in Section III above.
- (a)(7) Hypercube does not provide any telecommunications services in the United States.

KMC Data provides interstate telecommunications services to customers located throughout the United States. In addition, the Company provides intrastate service in the following states: California; Colorado; Florida; Georgia; Illinois; Michigan; Missouri; New York; Ohio; Texas; and Washington. Neither of the Applicants or their affiliates is dominant with respect to any service.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their affiliates are dominant with respect to any service.
- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transactions.
- (a)(10) Prompt completion of the proposed transactions is critical to ensuring that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transactions as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section IV above.

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## VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Indeed, failure to grant it would directly harm the public interest. In light of the exigent circumstances and, in particular the need to ensure continuity of service to existing customers, Applicants respectfully request expedited treatment to permit Applicants to consummate the proposed transactions as soon as possible.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferencak  
Swidler Berlin LLP  
3000 K Street, NW, Suite 300  
Washington, DC 20007-5116  
(202) 424-7500 (Tel)  
(202) 424-7645 (Fax)  
jlkiddoo@swidlaw.com  
bpferenchak@swidlaw.com

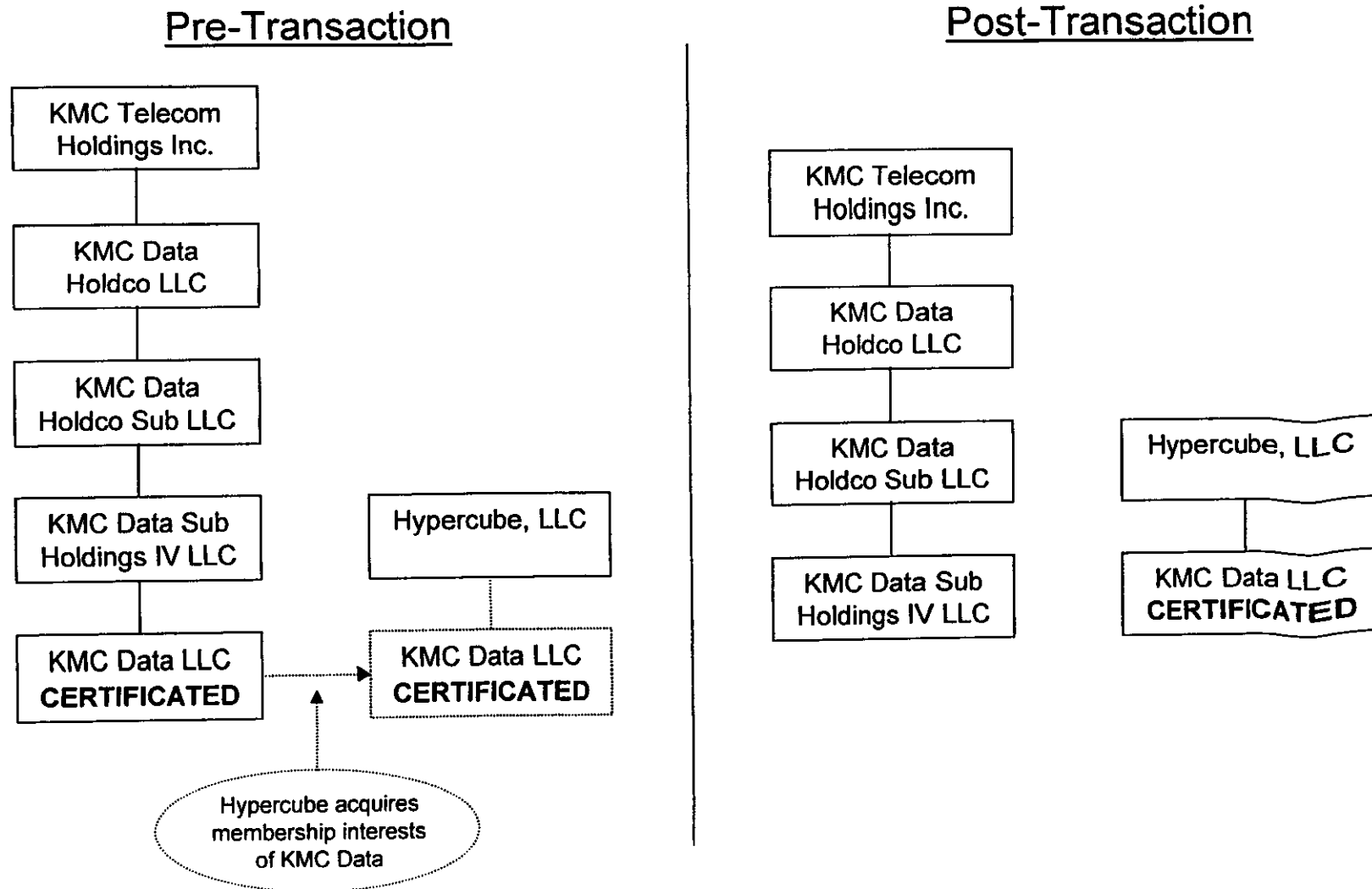
Counsel for Applicants

Dated: January 12, 2006

**Exhibit A**

**Illustrative Chart**

# Illustrative Chart

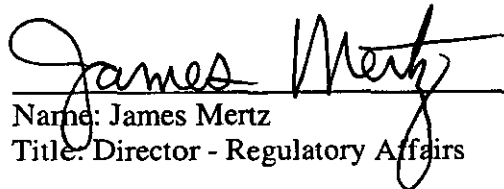


## **Verifications**

## VERIFICATION

I, James Mertz, being first duly sworn, state that I am Director - Regulatory Affairs of Hypercube, LLC, an Applicant in the foregoing filing; that I am authorized to make this Verification on behalf of Hypercube, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 22 day of November, 2005.

  
Name: James Mertz  
Title: Director - Regulatory Affairs

## VERIFICATION

I, James Mertz, being first duly sworn, state that I am Director - Regulatory Affairs of KMC Data, LLC, an Applicant in the foregoing filing; that I am authorized to make this Verification on behalf of KMC Data, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 22 day of November, 2005.

  
James Mertz  
Director - Regulatory Affairs  
KMC Data, LLC